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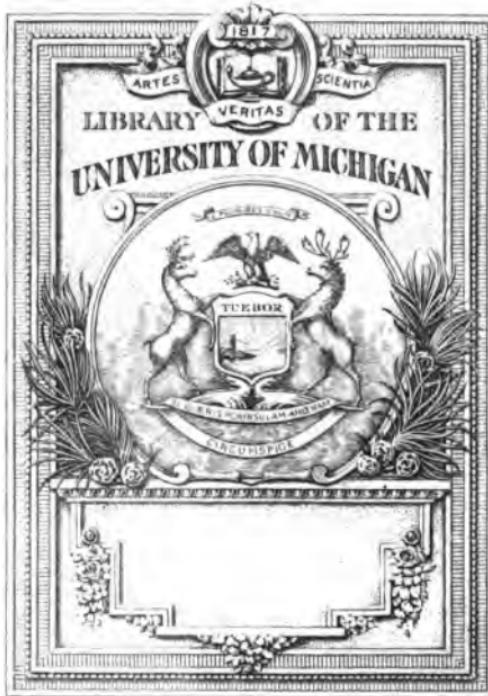
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P6

OBSERVATIONS ON THE MANAGEMENT AND EXTRAORDINARY LOSSES OF THE JAMAICA STEAM NAVIGATION COMPANY.

BY HENRY PINCKARD, Esq.,
AN AUDITOR OF THE COMPANY.

LONDON:

1838.

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LONDON :
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JAMAICA STEAM NAVIGATION COMPANY.

PAID-UP CAPITAL £40,000.

London Directors.

EDMUND FRANCIS GREEN . . 147, Leadenhall Street.
 CHARLES GREEN 147, Leadenhall Street.
 ADOLPHUS PUGH JOHNSON . . Lloyd's.
 WILLIAM ELMSLIE 24, York Street, Portman Square
 CAPTAIN JOHN REES Blackheath.
 ARTHUR TIMPERON 26, Philpot Lane.
 JAMES DALY Lambeth Lodge, Commercial Road.

The Proprietors of The Jamaica Steam Navigation Company.

GENTLEMEN,
 1, Chapel Place, Poultry,
 London, 6th August, 1838.

The London Board of Directors of the Jamaica Steam Navigation Company having declined to call the Annual General Meeting that should have been held on the 1st instant, in contempt of the Proprietors, and contrary to the provisions of the Deed of Regulation, I feel that I am called upon, as an Auditor, to offer a few obversations, explanatory of the causes which have led to the failure of the Company, and to the absolute loss of a serious portion, if not the entire amount, of the paid-up Capital.

The means which have been resorted to, to stifle inquiry, must necessarily render these observations extremely limited; but if they should operate as a stimulus to other Proprietors, and promote open and persevering discussions, the more thoroughly to elucidate the causes of this failure and loss of property, my object will be attained.

Indeed, there remains but little for me to do, besides calling your attention to the subjoined Copy of the Report of the Committee, dated the 31st of May, 1838, made in conformity with a resolution, passed at the Extraordinary General Meeting, held on the 12th of April preceding. The voluminous statement of accounts which accompanied that Report, together with the original Report, are lodged at the Company's Office.

These luminous, as well as voluminous documents, which were unanimously adopted at the General Meeting of the Proprietors held in London, on the 31st of May, 1838, and which called forth the thanks of the Directors, and other Proprietors assembled, are the production of Mr. James Laurie, and associates; and the Proprietors generally are greatly indebted to them for the zeal and ability they displayed in the execution of this arduous duty, especially as, I understand from Mr. Laurie, that the Secretary gave no assistance, and threw every possible obstacle in their way.

By this Report it appears there are one hundred and fifteen English Shares undisposed of, making a loss, at £10 a share paid, of £1150 to the Company; and that there is a deficiency of £512. 10s. to be accounted for, arising out of the value of the distributed shares on the first call, and the amount which has been realized on the same, and is now owing, which the Committee were unable to clear up. That "the mystification which has hung over the English share list has evidently deeply injured the Company, and it is exceedingly to be regretted that proper attention was not given to the disposal

“ of the one hundred and fifteen unappropriated English
 “ shares, which could have been done to advantage, as the
 “ shares of the Company rose above par immediately after
 “ being issued. That the books do not exhibit the entire cost
 “ of either of the three steam boats, the coals purchased, the
 “ shares paid and in default, nor do they show any liabilities
 “ owing by the Company.

The Report further states, “ No list having been kept in
 “ the office of the officers and seamen on board of the steam
 “ boats, the advance and monthly notes could not be checked,
 “ and many other sums were unsupported by vouchers. And
 “ that the Committee have not touched upon the Jamaica ac-
 “ counts, in consequence of their being so incomplete, that no
 “ result could be come to respecting the operations of the
 “ steam boats, during the short trial which they had in Ja-
 maica.” And yet the Directors persist in retaining Mr. A.
 W. Elmslie as the Secretary.

The Company was ushered into existence in April, 1836. The first boat, the *City of Kingston*, did not arrive at Jamaica before August, 1837. The second boat, the *Sir Lionel Smith*, arrived at Jamaica in October, 1837, and they both ceased operations in January, 1838. And the third boat, the *Pearl*, after proceeding to the latitude of Corunna, put back in the month of December, 1837, and has ever since been detained in the Thames, at an unnecessary expense.

As early as March, 1837, and before the first boat was ready for sea, the Directors thought it right to put the Company to the expense of ninety-one pounds for a dinner at the Albion Hotel. Have they not also had feasts, at the Company's expense, on board of the steam boats, and elsewhere?

The costly cabin furniture of the *City of Kingston* was not adapted for a tropical climate, and her fittings-up were of the most costly description. The super-abundant supply of liquors and provisions in London, did not preclude a further

purchase of these articles, at extravagant prices, immediately after the vessel's arrival at Jamaica. I am warranted in stating that receipts cannot be produced for the shipment of those liquors and provisions, and further, that as no scale of allowance was laid down, nor any inquiry made as to their expenditure, it appears to be evident that economy was not the object of the Directors here, nor of the Manager in the Island.

The hull of the *Pearl* was purchased for three hundred pounds, which, with new machinery and repairs, with wages and other expenses, has been increased to nine thousand pounds. The *Pearl* was originally intended to convey goods and passengers between Kingston, Jamaica, and other ports in Kingston Harbour; but her draught of water renders her totally unfit for that purpose, and having no stowage room, she is not adapted for a coasting trade, nor any trade to the Spanish Main. This *costly Pearl*, which was to have achieved wonders on her arrival in Kingston Harbour, has been valued at three thousand pounds, and supposing she realizes that sum, we shall still lose six thousand pounds by this small boat, that has never been employed. I, however, exonerate Mr. James Daly from all participation in this business, he having repeatedly protested against it.

The next complaint of magnitude against the London Directors is, their dealings in coals, to the amount of six thousand pounds, which Mr. Daly says would have been considerably increased, but for his opposition.

The most disreputable act, however, of the other Directors, namely, Edmund Francis Green, Charles Green, Adolphus Pugh Johnson, William Elmslie, Captain John Rees, and Arthur Timperon, consists in their having sanctioned a payment to Mr. Edmund Francis Green of seven hundred and fifty pounds of the Company's funds, to which he had no claim; in total disregard of the protest of the Jamaica Board of Directors, and without the privity or consent of either the

English or the Jamaica Proprietors. In the check for this sum, that was drawn upon the Company's Bankers, Messrs. Glyn, Hallifax, Mills, and Company, they were required to pay "Mr. Orrok's draft,"—a *draft* which never had existence; and so conscious, it is presumed, was Mr. Edmund Francis Green of the impropriety of this act, that at the Extraordinary General Meeting of the Proprietors, held on the 12th of April, 1838, he agreed to refund it, and also to pay the further sum of two hundred and fifty pounds which he owed to the Company, on his one hundred shares purchased in Jamaica, as the subjoined Correspondence will explain. (A)

A discrepancy will appear between the Secretary's letter of the 3rd of November, in which I am refused access to the banking book, and his letter of the 7th of December, in which he asserts that I had had access to every book and document in the office. The Share Register Book I never saw before the 11th of May, when the Committee was sitting, and granted that privilege. I then discovered that all the transfers of shares, but one, were made by three of the Directors, William Elmslie, Charles Green, and Edmund Francis Green, at par. And to whom were these shares transferred? To the very parties who have furnished what was required for the Company's steam boats !!

Upon the Secretary's bare and unfounded assertion, that I had refused to act as an Auditor, (B),—for he acknowledges it was he who made it,—and without adopting the usual courtesy in such cases of first communicating with the third party, the Directors thought proper to attempt to supersede me in that capacity, doubtless with a view to stifle inquiry, and to prevent their doings from being known.

The amount of the Secretary's salary, as admitted in his letter of the 7th of December, 1837, and Mr. Edmund Francis Green's letter of the 6th of April, 1838, had been fixed at three hundred pounds a year; but on the question being

asked at the Meeting of the 12th of April, what are the office expenses? did not Mr. Charles Green suggest to the Secretary, loud enough to be heard, "say three hundred and fifty pounds, salary of Secretary and Assistant?" During the investigation of the accounts by the Committee appointed at that Meeting, when the powers of the Directors were suspended, a check was prepared for signature, to pay the Secretary seventy-five pounds, notwithstanding the sum which was due to him only amounted to fifteen pounds; but this attempt on the part of the Secretary, aided by his supporters in the Direction, did not succeed.

It is admitted in Mr. Edmund Francis Green's letter of the 6th of April, that Mr. Adolphus Pugh Johnson has effected the insurances on the Company's vessels, although the name of the broker is made to appear as C. J. Pharazen. This fact, coupled with his having been a consenting party to the disreputable transaction of the seven hundred and fifty pounds, and to other measures, which would necessarily lead to inquiry, were sufficient reasons, I observed at the Meeting, why he should not take the chair; but Mr. Johnson was not of that opinion. I also ventured to remark to Mr. Sweet, the Solicitor of the Company, that I did not approve of his whispering to Mr. Johnson the chairman, at the previous Meeting, and suggested that he should remove a little farther from the chairman's elbow; but this he declined, and the same course was again pursued; while, on the other hand, a professional man, who had been employed to take notes, was directed to withdraw. I may add, that a Report was read at the Meeting of the 12th of April, as a Report of the Directors, which Report had not been signed, neither had it passed their Board.

The mania for Joint Stock Companies of late years, and the too frequent mode of conducting them, by a reckless expenditure and misapplication of the funds, have, in many instances, entailed ruin on the parties interested; and Di-

rectors of such Companies; by adopting a similiar course in their private affairs, would experience the like result, as well as the loss of character for integrity and veracity: and although they, by the suppression of their accounts, may keep the Proprietors in ignorance for a time, yet in the end such conduct is sure to be detected, and to meet with the punishment it deserves.

The Report and Correspondence, of which copies are appended, will further show how you have been dealt with; and in concluding these observations, I may mention, that I am only desirous of promoting discussion upon the subject, in order to arrive at the true, and properly authenticated causes which have led to the failure of this undertaking, and to the probable loss of forty thousand pounds, the amount of the paid-up capital.

I am, Gentlemen,

Your most obedient Servant,

HENRY PINCKARD.

P. S. The three steam boats have been sold, by private contract, to the agent of the Bahia Steam Navigation Company, for sixteen thousand pounds, which may be computed as follows:

The <i>City of Kingston</i> , for	£	8,000	0	0
The <i>Sir Lionel Smith</i>		6,000	0	0
The <i>Pearl</i>		2,000	0	0
		<hr/>		
		£16,000	0	0

This sale is decisive of the result of the Jamaica Steam Navigation Company; the *Boats*, *Capital*, and *all* are lost, instead of the flattering return that was held out to the Proprietors.



Copies of the Correspondence.

THE JAMAICA STEAM NAVIGATION COMPANY.

CAPITAL £100,000.—In 5,000 Shares of £20 each.

3,500 to be allotted to Parties resident in Great Britain, and
1,500 to Parties resident in Jamaica.

*A List of the Proprietors resident in Great Britain, on the
24th of June, 1837.*

Directors.

Names.	Residences.	No. of Shares.	Remarks.
Edmund Francis Green	London	120	
Charles Green	"	160	A brother of E. F. Green.
James Daly	"	1380	James Daly, London 860 James Daly, Jamaica 520
			1380
William Elmslie	"	295	
John Rees	"	30	
Adolphus Pugh Johnson	"	40	
A. W. Timperon	"	50	
<hr/>			
Netlam Tory	Liverpool	50	
B. Maddan	London	50	Did reside at Worthing.
Antonio Joaquim Soares	"	20	
Henry Pinckard	"	30	
John Saunders, jun.	"	10	
John Plummer	"	30	
Charles Phelps	"	20	
Edward Thomas Fitzgerald	Ireland	100	
Emma Fitzgerald, by her attorney, Charles Green }	"	245	Relatives of E. F. Green. The wife of Edward Thomas Fitzgerald.

Names.	Residences.	No. of Shares.	Remarks.
Edward Jones	London	80	A clerk of E. F. Green's.
Matthew Crawford, by his attorney, Charles Green	Ireland	10	
Louisa Crawford, by her attorney, Charles Green	"	10	
George Ormsby, by his attorney, Charles Green	"	5	Has no vote.
W. Mulholland	Liverpool	15	
John Mulholland, by W. Mulholland, his attorney	"	15	
Andrew Mulholland, by W. Mulholland, his attorney	Ireland	10	
S. K. Mulholland, by W. Mulholland, his attorney	"	10	
Francis Walton	London	5	Has no vote.
Charles Cancellor	"	25	
Thomas Holt	"	10	Since deceased.
Jane Gordon	"	50	A sister of William and A. W. Elmslie.
Robert Porter	"	100	
James Russell	"	10	
Francis Glassee	"	20	
Melmoth T. Hall	"	20	In Jamaica.
Thomas Harley	"	60	
J. C. Ruding	"	100	
William Boyd	Jamaica	25	
F. Singleton, by his attorney, Charles Stokes	Liverpool	10	
George Kirlew	York	30	
John Davy	Jamaica	30	
Edward Addison	London	20	
		3300	

Edmund Francis Green	120	Shares.
Charles Green	160	
James Daly	1380	
Edward Jones	80	
Edward Thomas Fitzgerald	100	
Emma Fitzgerald	245	
William Elmslie	295	
	2380	

In no other Company is such a monopoly of the shares allowed. It was owing to the number of shares held by these parties, that the Directors quarrelled among themselves at the offset, and which prevented them, as I believe, from making calls so soon as it was their duty to the Company to have done.

EDMUND FRANCIS GREEN, Esq.,
Chairman of the Board of Directors of the
Jamaica Steam Navigation Company.

1, Chapel Place, Poultry, London,
16th October, 1837.

SIR,

I trust I may be allowed to make a few remarks to you, as Chairman, on the management of the Jamaica Steam Navigation Company.

In such an undertaking, the groundwork of future prosperity is often laid at its commencement, by the zeal and energy of some active mind; but this has not been the lot of the Jamaica Steam Navigation Company, while the circumstances attending its progress have excited distrust, particularly the delay in getting the first vessel to sea; although the Directors had, or ought to have had, ample means at their disposal.

I understand that a contract for the conveyance of the mails in the Caribbean Sea might, probably, have been obtained, had ordinary exertions been used; but that the Admiralty declined listening to the proposals of a Company that had no vessel afloat.

Early in last year, your relative, Lieutenant-Colonel Fitzgerald, of Castlebar, Ireland, became a Director, and your brother, Mr. Charles Green, an Auditor. The Auditors were appointed by the Directors, contrary to the Deed of Settlement. It was so arranged, that Lieutenant-Colonel Fitzgerald afterwards withdrew from the direction, and Mr. Charles Green, the Auditor, was promoted to the vacancy; but as there was, I presume, no other friend at command, it was determined there should be but one Auditor for the remainder of the year, although the Deed directs there shall be two.

I have before pointed out the injustice of the 41st clause, requiring that as many as twenty Proprietors, out of the twenty-one residing in London, must in person assemble and proceed to business, in order to constitute a General Meeting. I have also ventured to suggest the propriety of adding a clause to the Deed, to define Annual General Meetings.

On complaining of the 33rd clause, which exacts a notice of fourteen days from Proprietors, who may wish for certain information, you so far admitted the clause to be objectionable, as to say, that *you* would

not insist on its being enforced. But, permit me to remark; that your power in such a matter extends no farther than that of other Proprietors, and that the intention of any part of the Deed can only be neutralized by the passing of a bye-law, or effectually remedied by the framing of a new clause at an Extraordinary General Meeting.

At the Annual Meeting, the minutes of the first General Meeting should have been read; but this was objected to,—why, I have yet to learn. You were also pleased, in violation of the 33rd clause, to withhold all accounts of receipts and disbursements, alleging, as a reason, “that the Secretary had not had time to make them out!” Still, it was attempted to pass a resolution, signifying the approval of accounts, which the Meeting was not allowed to see.

As respects the Directors, they must be considered as self-elected, or, rather elected at your bidding; for, with few exceptions, all the shares are held by you, your relatives and friends. As Chairman, you are entitled to the casting vote,—consequently, when only ^{*}four Directors assemble, and your brother is one of them, you could carry every measure that came before the Board. For this reason, and, as the Directors only consist of seven, I objected to his being one of the number; but as my objection was unanswerable, you evaded it, by declaring he was duly elected. I again protest against such an exclusive control in the direction, and I confidently submit whether there be any just cause why a General Meeting should not be immediately called, for the purpose of adding a clause to the Deed, to the effect, that no Proprietor shall be eligible to be elected a Director or Auditor, so long as he shall have a relative, partner, clerk, or dependant, in either of those capacities. I protest against it, because by the Deed, as it at present stands, the Directors are not to retire annually, by rotation, but are eligible to be re-elected from year to year; thereby favouring the desideratum you appear to aim at, of having perpetual Directors. Such a clause is rendered still more necessary, as individuals are allowed to hold an unlimited number of shares.

You stated, at the Meeting, that Mr. Cancellor, an Auditor, was qualified, notwithstanding it appeared by the Deed that he only held twenty-five shares on the 24th of June. Need I point to the 9th and 10th clauses to satisfy you that thirty shares constitute a qualification for an Auditor, and that he becomes disqualified on ceasing to hold thirty shares?

I requested to be informed of the duties of the Manager in Jamaica, and was answered it was unfair to expect that the Directors could give a reply at so early a stage of the Company's proceedings; but, although

* The presence of *three* Directors shall constitute a Board of Directors.—11th clause.

ignorant of the duties he had to perform, they admitted that his salary was fixed at one thousand pounds currency. No other information whatever was given of the expenses of the Company, either in London or in Jamaica.

I must add, that I have not received a copy of the Directors' Report of the proceedings of the Company, which should have been ready for delivery to each Proprietor, as will appear on reference to the 35th clause, on the 1st of last month.

An answer to these remarks is respectfully requested by,

Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

A. W. Elmslie, Esq.,
Secretary of the Jamaica Steam Navigation Company.

1, Chapel Place, Poultry,
31st October, 1837.

Will you be so kind as to inform the Directors of the Jamaica Steam Navigation Company, that I wish to look over the banking book with the Company; and that I shall be glad to know when it may be convenient I should call at the office for that purpose.

I am, Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

Henry Pinckard, Esq.

Abchurch Lane,

2nd November, 1837.

In reply to your letter of the 31st ult. received this morning, requesting to be allowed to look over the Jamaica Steam Navigation Company's banker's book, I beg to say that I shall be happy at all times to afford you, as a Proprietor, any information about the operations of the Company, compatible with the regulations established by the Deed. But your request is of so unusual a nature, that before I could comply with it, I must beg the favour of your informing me what your object is in making it.

I am, Sir,

Your most obedient Servant,

(Signed) ADAM W. ELMSLIE, Sec.

A. W. Elmslie, Esq.,
Secretary of the Jamaica Steam Navigation Company.

1, Chapel Place, Poultry,
2nd November, 1837.

I beg you will inform the Directors of the Jamaica Steam Navigation Company, that my object in desiring to inspect their banking book is, in the first place, to gain satisfactory information as a Proprietor; and, secondly, to enable me faithfully to discharge my duty, as the only Auditor of the Company.

I am, Sir, your obedient Servant,
(Signed) HENRY PINCKARD.

Henry Pinckard, Esq.

Jamaica Steam Navigation Office,
No. 5, Abchurch Lane,
3rd November, 1837.

SIR,

The object stated by you in your communication of yesterday's date, just received, for wishing to inspect the banker's book of the Company, is not deemed sufficient to warrant the introduction of so unprecedented a procedure.

In your capacity of an Auditor of the Company, you will be duly apprized when your services may be required.

I must beg to correct an erroneous impression that seems to possess you of your being the only Auditor; Mr. Charles Cancellor, of Threadneedle-street, being also one.

I remain, Sir, your most obedient Servant,
(Signed) A. W. ELMSLIE, Sec.

Rent of the Office	£
Secretary's Salary	
Fee to the Secretary on the Transfer of each Share	
Clerk's Salary	

A. W. Elmslie, Esq.,
Secretary of the Jamaica Steam Navigation Company.

1, Chapel Place, Poultry,
1st December, 1837.

As my personal application to you this day, for permission to see the account of the general expenses of the Company in London

has proved unsuccessful, will you so far oblige as to inform me of the expenses of the Company for the above-mentioned objects.

I am, Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

Henry Pinckard, Esq.

SIR,

Abchurch Lane,
7th December, 1837.

In answer to your inquiry as to the expenses of the Company, under the heads of Salary and Rent of Office, I beg to inform you, that the salary of the Secretary, including his Clerk, is £300, and the Rent of the Office £40 per Annum, and the fee for transfers is one shilling per share.

If the observation contained in your letter is meant to convey an insinuation, that information has been at any time, or upon any subject, withheld from you, nothing can be more inconsistent with fact, as, on the contrary, you have at various times been allowed access to every book and document in the Office; of which liberty, you have on one, or perhaps more than one occasion, taken advantage in a manner very unusual under such circumstances.

I am, Sir,

Your obedient Servant,

(Signed) A. W. ELMSLIE.

A. W. Elmslie, Esq.,

Secretary of the Jamaica Steam Navigation Company.

SIR,

1, Chapel Place, Poultry,
13th December, 1837.

I will merely remark, in reply to your letter of the 7th instant, received yesterday, that I have never seen nor had a copy of the Directors' Report of the 1st of August last, which you acknowledged to me of your own accord, only a few weeks since, and said that my not having been furnished with a copy, was owing to the expense of having copies of the Report printed.

That I have never had access to the minute book, the share registry book, nor the letter book.

That I have never had access to any book or account, showing the appropriation of one single farthing of the Company's funds.

That I have never had access to any other book or document, than the Deed of Settlement, and a small book containing a list of the wages, and copies of accounts against the *City of Kingston*.

That I have never had access to the Company's banking book, as your letter of the 3rd of last month will prove, and will also best explain whether it be my assertions, or yours, that are so unfounded, as that "nothing can be more inconsistent with fact." And as to your vague assertion of my having taken some unusual advantage, I can only say of it, that it evinces the will to wound without the power.

I am, Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

Annual Expenses of the Jamaica Steam Navigation Company.

IN LONDON.

Sterling.

Seven Directors	£
Two Auditors	
One Secretary	300 0 0
One Clerk	
Rent of the Office	40 0 0
Books, Stationery, Coals, Candles, &c.	

IN JAMAICA.

Five Directors	714	5	8
One Manager	(1000 <i>l.</i> Currency)		
One Clerk			
One Wharfinger			
Labourers			
Agents at the Out Ports			
Rent of the Wharf and Buildings at Kingston (500 <i>l.</i> Currency)	357	2	10
Taxes			
Books and Stationery			

"THE CITY OF KINGSTON."

Master's Salary	£	350	0	0
Wages of the Engineers and Crew	*	1620	0	0
Stores for ditto				
Engineers' Stores				
Cabin Stores				
Fuel				
Wear and Tear				
Insurance				
Pilotage				
Port Charges				

"THE SIR LIONEL SMITH."

Master's Salary	£	300	0	0
Wages of the Engineers and Crew	*			
Stores for ditto				
Engineers' Stores				
Cabin Stores				
Fuel				

* Wages of the Engineers and Crew of "The City of Kingston."		Per Month.
First Mate	£	6 0 0
Second „		6 0 0
Third „		4 0 0
Carpenter	£	7 0 0
„ Mate		3 0 0
Steward		3 10 0
Cook	£	15 0 0
Acting Boatswain and Five Seamen	at £6.	
Cabin Boy		2 0 0
Three Apprentices		15 0 0
Engineer	£	12 0 0
Second		9 0 0
Third		8 0 0
Six Stokers	£	36 0 0
Two Coal Trimmers	£	126 10 0
		8 10 0
		135 0 0
		12
	£	1620 0 0

Wear and Tear	£
Insurance	
Pilotage	
Port Charges	

"THE PEARL."

Master's Salary	200	0	0
Wages of the Engineers and Crew			
Stores for ditto			
Engineers' Stores			
Cabin Stores			
Fuel			
Wear and Tear			
Insurance			
Pilotage			
Port Charges			
 Freight of Fuel for the three Vessels			
Shipping Charges			
Wharfage at the Out Ports of Jamaica and elsewhere			
Estimated loss on remittances from Jamaica			
Expenses not enumerated			

Edmund Francis Green, Esq.,
 Chairman of the Board of Directors of the
 Jamaica Steam Navigation Company.

SIR,

1, Chapel Place, Poultry,
 14th December, 1837.

As you are still the Chairman of the Board of Directors of the Jamaica Steam Navigation Company, I avail myself of the privilege I possess, of again addressing you in that capacity.

In support of my assertion that I am the only Auditor of the Company, I desire to call your attention to the following facts:—

1st. That I at first called at the office and asked the Secretary to allow me to see the names of the Proprietors in Great Britain, which he objected to.

2nd. That I then made an application in writing, of which the subjoined is a copy, marked A.

3rd. That I received an answer in writing, of which the subjoined is a copy, marked B.

4th. That a list of the Proprietors, with the number of shares they respectively held, was in consequence taken from the sub-

scribed Deed, produced by the Secretary, of which list, and number of shares, I subjoined a copy to my letter to you of the 16th of October.

5th. That I afterwards called at the office several times, before the annual meeting, and enquired of the Secretary if there were any other shares disposed of than those acknowledged by the Proprietors whose names were subscribed to the Deed, and that he always replied in the negative.*

6th. That I mentioned the circumstance of the disqualification of Mr. Cancellor to Captain John Rees, who, after he had examined the papers at the office, assured me, also before the annual meeting, more than once, that I was correct in that respect, and that Mr. Cancellor only held twenty-five shares.

7th. That at the annual meeting, I remarked that Mr. Cancellor could not be elected on account of his being disqualified, whereupon you told the meeting that he was qualified, and his election was the immediate result. Still, however lightly you might have regarded my individual and unsupported objection, is it not reasonable to suppose that you would have adduced some *proof* of the qualification of Mr. Cancellor, had it been in your power?

And lastly, That I repeat my assertion, (and in corroboration I refer to the foregoing facts) that I am the only auditor of the Company, as Mr. Cancellor's election was illegal, and is therefore null and void.

There is no clause in the Deed which authorizes the Auditors to assemble, at stated periods, to examine the books and accounts. By this omission, the Auditors are deprived of their usefulness, and the Company of that security, which can only be productive of evil consequences.

I subjoin a list of the items that I consider will constitute the annual expenses of the Company; and I shall be glad to be allowed to fill in the amounts of the insurances and wages, if perfectly compatible with the *secret* system of conducting the affairs of a public company. In the list, I should have added "law charges," since you are pleased to employ a professional man to answer a common business letter.

Your connexion with the family of the Elmslie's, sufficiently explains the reason of your having appointed Mr. A. W. Elmslie, the Secretary of the Company, with a salary of three hundred pounds, and a fee on the transfer of each share besides, and his brother, Mr. William Elmslie, a Director. The Manager in Jamaica was also appointed, as being your friend. No advertisement was inserted in any newspaper, for the situation of Secretary or Manager, which would have been eagerly accepted

* Eight new Proprietors were created in June and July, 1837, as appears by the Share Register Book, who had not signed the Deed.

by many, in every way qualified, for one half of the salaries you have engaged to give to these, your personal friends.

No one appears to comprehend the utility of two distinct Boards of Directors in this small Company, as well as a Secretary, Manager, Clerks, and Agents; especially as it is notorious that such a fruitful source of jealousy (even when they are not vested with equal power) does not exist in any other Joint Stock Company, with very few exceptions.

At the first general meeting, a member of the legal profession appeared on behalf of a Director, to protest against any resolutions which that meeting might pass, on the ground of its being illegal, and a letter from the Director was produced, explanatory of his proceeding; but as this protest was viewed as an attempt to secure to himself an undue influence in the direction, in which you concurred, the meeting decided against him, with, I believe, only one dissentient voice; and yet *you, yourself*, now possess a monopoly of the direction, in its most extensive sense, and are making use of it with a most lavish hand.

It is a manifest impossibility that this Company can answer, or long be kept together, under the present system of management, which is in the highest degree extravagant, useless, and unjust. What can be the use of seven Directors, two Auditors, one Secretary, and one Clerk in London? *One* active individual would do justice to the Company here, and two would be sufficient in Kingston: but until some such alteration as this shall take place, I trust that you will not continue to give to the Secretary and Manager their present exorbitant salaries, and that you will agree with me on your part, and on behalf of those Proprietors who are bound to support you, that the Directors and Auditors are not to receive any remuneration until a dividend shall be declared, nor to be allowed to employ a member of the legal profession, in respect of the Company, unless his services shall be absolutely necessary.

Should you not be disposed to consent to a plan so fair and reasonable, surely you will not hesitate to make a proposition to the Proprietors, to purchase their interest in the Company, for the amounts of their paid-up capital, and by that means get rid of all further interference; which is strongly recommended by several Proprietors, who, having lost all faith in your management, have authorized me to offer their shares to you, at par, with interest at the rate of 5 per cent., and I now offer them to you upon those terms.

I am, Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

(A.)

A. W. Elmslie, Esq.,
Secretary of the Jamaica Steam Navigation Company.

SIR,

1, Chapel Place, Poultry,
19th June, 1837.

I shall feel obliged by your furnishing me with a list of the Proprietors of the Jamaica Steam Navigation Company, with their Addresses, and the number of votes to which they are respectively entitled; or, should this be objected to on the score of expense, I request that I may be permitted to take a copy of such list from the Deed of Regulation.

I am, Sir,

Your most obedient Servant,

(Signed) HENRY PINCKARD.

(B.)

Henry Pinckard, Esq.

SIR,

39, Lothbury, 22nd June, 1837.

There being no printed list of the Proprietors in the Jamaica Steam Navigation Company, with other particulars such as you are desirous to obtain, I am desired by the Directors to inform you that you may have the perusal of the Deed of Regulation, which contains all the particulars you wish for, and from which you are at liberty to take a copy of the names with the number of shares held by each.

I am, Sir,

Your most obedient Servant,

(Signed) A. W. ELMSLIE, Sec.

Henry Pinckard, Esq.

SIR,

147, Leadenhall Street,

21st December, 1837.

I have not considered it necessary to reply to your two letters addressed to me as holding a situation which you must be well aware does not exist.

As regards the insulting language to myself, *as an individual*, in

these communications, I have to observe, I have little apprehension that my character will suffer from the unfounded misrepresentations of any one.

I am, Sir,

Your obedient Servant,

(Signed) E. F. GREEN.

The Directors of the
Jamaica Steam Navigation Company.

GENTLEMEN,

1, *Chapel Place, Poultry*,
12th February, 1838.

I admit that your Secretary thus addressed me on the 3rd of November:—

“The object stated by you in your communication of yesterday’s date, just received, for wishing to inspect the Banker’s Book of the Company, is not deemed sufficient to warrant the introduction of so unprecedented a procedure.

“In your capacity of an Auditor of the Company you will be duly apprized when your services may be required.”

But, notwithstanding, this intimation, I must still request, as the Auditor of the Company, that you will comply with the 18th clause of the Deed of Regulation, and that you will also cause all other the Books of Accounts, and the Reports, and the Minute Books, Share Register Books, Letter Books, Deeds, Documents, and Writings, concerning the Company, in your possession or power, to be laid before me, as the Auditor, for examination.

I am, Gentlemen,

Your obedient Servant,

(Signed) HENRY PINCKARD.

Henry Pinckard, Esq.

No. 35, *Abchurch Lane*,

SIR,

19th Feb. 1838.

In your capacity of an Auditor of the Jamaica Steam Navigation Company, I have to request your attendance at the Office, on Wednesday next, at half-past ten o’clock, to audit the accounts for the last half-year, from the 1st of August, 1837, to the 1st of February inst.

I am, Sir,

Your most obedient Servant,

(Signed) ADAM W. ELMSLIE, Sec.

The Directors of the
Jamaica Steam Navigation Company.

GENTLEMEN,

1, Chapel Place, Poultry,
21st February, 1838.

I did expect to find at the Company's Office this morning when I attended, in consequence of the reluctant invitation of the 19th, that a statement of the Company's affairs would have been prepared, and the books have been in a proper state for inspection; but, in truth, no account was in readiness to be placed before me, and as to the books, no result can be gathered from them.

I request you will immediately cause entries to be made of the accounts received from Jamaica, and of all liabilities in this country, to the 1st instant, particularly for law charges, fees to counsel, and stationery; and as no accounts have yet been audited, that you will have accounts made out—

Of the general affairs of the Company, from the commencement, to the 1st of August last year.

A balance sheet, on the 1st of August last year.

Of the general affairs of the Company, from the 1st of August to the 1st instant.

And a balance sheet, on the 1st instant.

I may take this opportunity of reminding you, that Mr. Daly is a defaulter to the Company on the 4th instalment on 520 shares, and on the 5th instalment on 580 shares; and that Mr. Edmund Francis Green owes one thousand pounds for the 100 shares which, I am told, were allotted to him, in consequence of his application, by the Directors in Jamaica.

I am, Gentlemen,

Your obedient Servant,

(Signed) HENRY PINCKARD.

(B.)

Henry Pinckard, Esq.

SIR,

No. 35, Abchurch Lane,
2nd March, 1838.

I have to communicate to you the following resolution, adopted by the Board of Directors of the Jamaica Steam Navigation Company, at a Meeting held on the 28th ult., viz.

“Resolved, that Mr. Henry Pinckard be superseded in his office of Auditor of the Company, in consequence of his having refused

" to act in such capacity, after being specially summoned for that purpose, and although at the Office at the very time when Mr. Cancellor, (the other Auditor,) was in attendance, and engaged in auditing the accounts."

I have the honour to be,

Sir,

Your most obedient Servant,

(Signed) ADAM W. ELMSLIE, Sec.

A. W. Elmslie, Esq.,
Secretary of the Jamaica Steam Navigation Company.

1, Chapel Place, Poultry,
3rd March, 1838.

SIR,

In the discharge of my duty as an Auditor of the Jamaica Steam Navigation Company, I again called at the Company's Office yesterday, with the intention of ascertaining how far certain items of expenditure were correct, that had excited suspicion in the course of my examining the books of account on the 21st and 27th ultimo, particularly the sum of seven hundred and fifty pounds, the amount of a bill of exchange drawn by Mr. John Salmon, of Jamaica, upon Mr. Edmund Francis Green; but on requesting to see the check-book, (presuming there must be one, as no account appears in the ledger with the Company's bankers, Messrs. Glyn and Co.), you refused to produce it. I then requested to see the ledger, which you also refused, and consequently my object was defeated.

Shortly after my return to the Poultry, this conduct was explained by the receipt of your letter acquainting me, that the Board of Directors had adopted a resolution to supersede me in the office of Auditor of the Company, in consequence of my "having refused to act in such capacity."

This, as you are well aware, is so utterly at variance with the fact, and with every thing I have said and written, that I am at a loss to account for such an extraordinary proceeding. So far from ever having refused to act as an Auditor, I have, on the contrary, been unremitting in my endeavours to obtain an inspection of the accounts, as my repeated applications will sufficiently prove, independent of the pledge I had given to several Proprietors to persevere in those endeavours, and to bestow upon the books and accounts a minute and faithful investigation.

I therefore request you will place this letter before the first Board of

Directors, and that you will inform me of the names of the Directors who adopted the resolution in question.

I am, Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

Henry Pinckard, Esq.,
Auditor to the Jamaica Steam Navigation Company.

DEAR SIR,

10, *Taunton Place,*
Regent's Park, 20th March, 1838.

I am about leaving town for Liverpool, and desirous of communicating to Mr. Tory such particulars as you may furnish me with respecting the Jamaica Steam Navigation Company generally, as also the result of your application to the Directors for permission to continue your duties as Auditor, and your denial of ever having declined to act as such; and I now beg you to act as my proxy during my absence, and otherwise to remind you of the reliance placed by others in your exertions *as Auditor*, to protect the interests of the absentee shareholders, particularly those at Jamaica, and otherwise to ascertain and explain, when called on, certain extraordinary proceedings not contemplated in the Deed of Settlement, or compatible with the interests of all the parties concerned.

Your answer will oblige, respectfully,

Your obedient Servant,

(Signed) JOHN NETHERSOLE.*

A. W. Elmslie, Esq.,
Secretary of the Jamaica Steam Navigation Company.

SIR,

1, *Chapel Place, Poultry,*
22nd March, 1838.

I send to you upon this sheet, a duplicate of my letter to you of the 3rd instant, and a copy of Mr. John Nethersole's letter, addressed to myself, dated the 20th instant.

I request you will immediately let me know what resolution the Directors have come to, touching the subject contained in my said letter.

I am, Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

* Lately one of the Directors in Jamaica.

Henry Pinckard, Esq.

SIR,

No. 35, Abchurch Lane,
26th March, 1838.

Your letter, dated the 22nd instant, has been laid before the Board of Directors; and I am desired, in reply thereto, to refer you to an advertisement in the *Times* and *Morning Chronicle* of this day, calling a General Meeting of the Proprietors of the Jamaica Steam Navigation Company on the 10th of April next; at which you, as well as all the other Proprietors, will have an opportunity of informing yourself of the state of the Company's affairs.

I am, Sir,

Your obedient Servant,

(Signed) A. W. ELMSLIE, Sec.

Edmund Francis Green, Esq.,
One of the Directors of the Jamaica Steam

Navigation Company.

1, Chapel Place, Poultry,

SIR, 2nd April, 1838.

In your letter of the 21st of December, you thought it right to acquaint me, that you had not considered it necessary to reply to my remarks, and you state that I had addressed you as holding a situation, which I must have been aware did not exist.

It is a pity that you should have so far committed yourself; for this very reply to my remarks affords the best evidence of their correctness, whilst it exhibits a miserably weak attempt to evade them.

The impression that you were a permanent Chairman for the year, was occasioned by the prominent part you had taken, and by your having presided at the General Meeting of the Proprietors, and at the dinner at the Albion; by your indirect avowal at that dinner, that you were the projector of the Company; by seeing that your name stood foremost as a Director, and a Trustee, in the Company's Deed of Regulation, and by the belief that other Proprietors entertained. But allowing that there is not, nominally, any permanent Chairman, it is a fact, which circumstances indisputably prove, that you are, in reality, the *Dictator* of the Company, and possessed of absolute sway. However, I now address you as *one* of the Directors of the Jamaica Steam Navigation Company, and I address *you*, in that capacity, in preference to the Board of Directors, because it is still my firm belief, that the Board is virtually centred in you, and that the other Directors, with one exception, are your very subservient friends, and under your controul.

Several applications for shares, in the first instance, from respectable

parties, in creditable circumstances, were disregarded, as it was no doubt considered for the "good of Jamaica," to keep a supply in reserve ; but still the following allotments were made :—

To William Elmslie	50 Shares.
Adam W. Elmslie	30
Mrs. Emma Elmslie	10
Adam W. Elmslie, Jun.	5
James Elmslie	50
Henry Elmslie	10
John F. Elmslie	25
James A. Elmslie	25
Mrs. Eliza Elmslie	50
William Logan Elmslie	25
John W. Shaw	30

I know not whether any consideration, connected with the estates in the parish of Saint Thomas in the East, in Jamaica, called Serge Island and Island Head, may have influenced you in allotting shares to ten members of one family ; but this I do know, that of these eleven individuals, only Mr. William Elmslie, the Director, has subscribed to the Deed, and that the others sold their shares immediately as they were allotted.

The number of Directors was at first limited to five ; but you caused the number to be increased to seven.

You prevailed on some of your friends to take shares, under the assurance that the Directors were not to be paid.

You afterwards stated in conversation with that Director, who has not always been so pliable as the rest, (on the subject of remuneration to the Directors,) "*if we don't expect any thing, others will !*"

You have since re-assured those your friends, that the Directors were *not* to be paid.

On the 1st of last August, at the General Meeting of the Proprietors, yourself in the chair, you made the startling announcement, that the Directors *did* expect to be remunerated at the next meeting.

In other Companies no Director is allowed to be employed, and paid, except as a Director ; but you have sanctioned a most dangerous precedent, by allowing your friend, Mr. Adolphus Pugh Johnson, to effect the insurances on the Company's vessels, and, in his capacity of Director, to vote money to himself as an insurance broker !

In other Companies the Directors sell all the unappropriated shares before they sell one of their own ; but, notwithstanding there are, I believe, four or five hundred shares belonging to the Company unappropriated, you have sold some of your shares at par, and purchased others at fifty per cent. discount ; and your brother, Mr. Charles Green, has

also sold some of his shares, and so has Mr. William Elmslie ; but the Company's shares are undiminished.

This trafficking in shares, under such circumstances, is not very creditable ; neither is it satisfactory to find, that so many of the Company's shares are still on hand, when we consider that applications were made two years since, (if I am rightly informed,) for twelve thousand shares, and that the total number for distribution, both in this country and Jamaica, only amounted to five thousand.

It is probable that some game of chance may have produced this disastrous result to the Company ; but, Mr. Green, you must be shielded with triple brass, if you can say that it was necessary to play such a game, purely for "the good of Jamaica."

No doubt, Mr. Charles Green, your brother, who resides so much at Paris, is a most useful member of the Board of Directors in London ; still I cannot yet believe that you will attempt to levy contributions upon the Proprietors, for the support of your brother in France.

It was originally understood, that Mr. A. W. Elmslie was to be employed as a clerk, at a salary of one hundred pounds ; yet you took advantage of the absence from the Board of the only Director who had opposed you, and resolved that he should be styled "Secretary," with a salary of three hundred pounds ; and that the Company should also be burthened with his son, as a clerk, at a salary of fifty pounds. This son is now abroad ; and Mr. Shaw, a son of the late partner of Mr. A. W. Elmslie, the Secretary, supplies his place, but without a salary at present.

At the Meeting on the 1st of August, a Report was read " of the proceedings of the Company, and of the general state of its accounts and " affairs, during the preceding year ;" a copy of such Report has been withheld from me, in express violation of the Deed, clause 35, and of every principle of right and justice.

In this Report it was announced that *some* Proprietors, who had not paid the instalments, were to be charged interest at the rate of *four* per cent. I remarked that the Company was, at least, entitled to legal interest, at a time when money was so much in demand, and you then said it was a mistake, and directed the rate of interest to be altered to five per cent. These Proprietors were Lieutenant-Colonel Edward Thomas Fitzgerald and Lady ; and why were they alone, so greatly favoured,— why ? Was it not because the one is your brother-in-law, and the other your sister ?

In conformity with the system which has been practised here, the Manager in Jamaica has been permitted to contract debts with the Jamaica Proprietors, instead of resorting to open competition, and to employ professional men, unnecessarily.

It matters not which way I turn, nor what branch of the Company's affairs I examine into, one ruling feature pervades the whole; such as every disinterested party will condemn, and none can justify, or approve.

What induced you to expend upwards of eight thousand pounds upon that *useless* boat, the "Pearl?" — a boat that draws too much water to go alongside the wharfs at Port Henderson and Port Royal, and cannot stow away a single cask, as freight. Unless, however, it can be shown that a useless vessel comes within the intent and meaning of the 2nd clause of the Deed, I trust that the Proprietors will disown this precious "*Pearl*," — this sinking "*mine of wealth*."

I am, Sir,

Your obedient Servant,

(Signed) HENRY PINCKARD.

Henry Pinckard, Esq.

147, Leadenhall Street,

SIR,

6th April, 1838.

I am totally at a loss to account for the hostile spirit that appears in all your communications towards myself personally, never having to my knowledge in any way given you the slightest offence.

I do not think I am required as an individual of a public Board to notice any complaints against that Board; but as you have been pleased in your letter of the 2nd, to assert several things not founded on fact, I shall make a few observations in order to set you right, for I can hardly imagine any man would willingly state an untruth.

As to a permanent Chairman, the Deed you must be fully aware would not permit any such appointment. I am not disposed to accept the compliment of superiority at the Board you have assigned me, at the expense of the other six gentlemen, who, though they may have the misfortune in your opinion to be my friends, are men of character, and fully able to judge for themselves without being beholden to me.

In the first instance, (as is generally the case in similar undertakings), applications were made for considerably more shares than the number to be issued, but many never paid the deposit or used the letters; and as regards those allotted to the family of Elmslie, they were all taken, and at present Mr. William Elmslie is the holder of 200 of these shares, and consequently, your inference that all these shares were sold is incorrect.

I am not aware that the Directors are about to propose any remuneration for themselves, so your alarm on that head is groundless.

As to Mr. Johnson's effecting the insurance, I can only say, I tried in vain myself to do it, but could not under twelve guineas, and I have considered it as cheaply done, and that the Company are indebted to the influence at Lloyd's that could effect it at so reasonable a rate, and I rather think the Underwriters now are of the same opinion. In Kingston they asked eighteen guineas.

I directly deny that I ever trafficked in shares. I subscribed for 100: I now hold them. It is true I paid the instalments for many of those who could not do it for want of means, and assisted them in selling at par; my brother did the same. I am not ashamed to avow this, or that myself, Mr. Daly, and Captain Rees were the original projectors of the Company, having, to use your own insulting language, brass enough to imagine it would be for the benefit of Jamaica, and also as holding out a fair prospect of remuneration to parties subscribing in this country.

Mr. A. W. Elmslie has been employed at a salary of £300 a year as Secretary, out of which he had to find a clerk; and with my knowledge of what is given in other Companies, I consider it as a very moderate remuneration.

The Report of the Meeting on the 1st August last was not printed, but you might have had a copy by applying at the Office at any time.

All the Proprietors in arrear (not confined to Colonel and Mrs. Fitzgerald) paid the instalment with 5 per cent. interest when demanded; and as the money was not required at the moment, the Directors considered the Company benefited by getting 5 per cent. of the parties, instead of 3 per cent. on Exchequer Bills.

As regards the "Pearl," you are perfectly aware of the reasons that induced the Board to fit her out, and they will be shown to the Proprietors, who will judge how far they are to blame.

Some time ago you openly stated that some of the Directors had purchased this boat on their own account, and then thrown her on the Company; I should feel obliged to you to name the party who did this.

In conclusion, if you have any personal complaint against myself, it would be far more manly and candid to avow it, much more creditable to the feelings of a gentleman and man of honour, than underhand assertions, unsupported by facts, and which can be productive of no good to the concern, or injury to myself.

I am, Sir,

Your obedient Servant,

(Signed) E. F. GREEN.

P. S. I omitted to mentioned I purchased Mr. Maddan's shares for a friend at £5, to prevent their being thrown on the market at the time

when we every hour expected favourable accounts from the Admiralty, which might have been highly prejudicial to the Company, and which shares you can have, if you please at the same rate.

Edmund Francis Green, Esq.

One of the Directors of the Jamaica Steam Navigation Company.

1, Chapel Place, Poultry,

SIR,

9th April, 1838.

Your letter of the 6th instant is of that evasive tenor, that it needs but a few remarks.

Mr. William Elmslie had originally	50 shares.	
He must have purchased	<u>245</u>	
	making	295

For which number he has subscribed to the Deed.

He has disposed of	<u>95</u>
which leaves him a Proprietor, according to your letter, of	<u>200</u>

The other parties mentioned in my former letter, "sold their shares immediately as they were allotted."

You had originally	no shares.
You have subscribed to the Deed for	120
You have disposed of	20
which leaves you a Proprietor, in Great Britain, according to your letter, of	<u>100</u>

And also a Proprietor in Jamaica (if I mistake not) of	100
--	-----

Mr. Charles Green had originally	50	
He must have purchased	<u>110</u>	
	making	160

For which number he has subscribed to the Deed.

He has disposed of	<u>60</u>
which leaves him a Proprietor of	<u>100</u>

I have applied at the Company's Office, in the presence of Major Glasse, and of Messrs. Tory and Ruding, for a copy of the Directors' Report of the 1st of August, but to no purpose.

The whole of the 345 shares described in the statement of accounts of the 1st of August as unpaid, "being in the hands of parties who have agreed to pay interest at the rate of 5 per cent." belonged exclusively to Lieutenant-Colonel Edward Thomas Fitzgerald, and Lady, as a reference to the books will prove.

I am *not* aware of the reasons that induced the Board of Directors to fit out the "Pearl;" but I did state at the Office, to Mr. Nethersole and the Secretary, that it would appear, by the information I had obtained from Mr. Nethersole, that the "Pearl" was not originally purchased for the Company.

I am, Sir, your obedient Servant,

(Signed) HENRY PINCKARD.

(A.)

Edmund Francis Green, Esq.,
One of the Directors of the Jamaica Steam Navigation Company.

1, Chapel Place, Poultry,

SIR,

30th May, 1838.

A few days since, for the first time, by chance, I had access to the Share Register Book, which, as set forth in the Deed, "shall be conclusive evidence of the proprietorship of shares;" and it affords conclusive evidence that you sold fifteen of your shares to Mr. Locke, on the 4th of December, 1837, and that you purchased twenty-five shares of Mr. Maddan on the 13th of February, 1838. I leave you to reconcile this evidence with your declarations that you have never trafficked in shares, and that you purchased Mr. Maddan's shares for a friend.

It neither appears by the correspondence, nor is it Mr. Daly's opinion, that you have had reason, at any period, to expect favourable accounts from the Admiralty.

In the expectation, I presume, that the shares of the Company would, at the commencement, get to a high premium, you applied to the Jamaica Board of Directors for one hundred shares, in-addition to those you held as an English Proprietor, which one hundred shares were allotted, and paid for, by Mr. John Salmon, your Attorney.

Am I to conclude, that you afterwards perceived it would be a losing speculation, and in consequence endeavoured, at the General Meeting of the 1st of August, 1837, to obtain the approval of the Proprietors to a fictitious account, which was read to the Meeting by your brother, Mr. Charles Green, (though not allowed to be seen,) in which the sum of seven hundred and fifty pounds, that had been paid by Mr. Salmon for your one hundred Jamaica shares, was charged to the Company?

Failing in this supposed manœuvre, the Secretary was instructed to write to the Jamaica Board, to request that they would allow these shares to be re-sold, and to this very modest request the following answer was returned by Mr. John W. Cater, one of the Directors, in his letter, dated Kingston, Jamaica, the 8th of September, 1837:—

" The packet sailing in the absence of the Manager, I am requested, " on behalf of the Board of Directors here, to forward the copy of a " Resolution entered into at a Meeting held on the 28th ultimo, when " your letter of the 15th of July, on the subject of the shares taken by " the Directors in England, was laid before them. There being only " three of the Board present, it was thought expedient to call a full " Meeting, that the subject matter of the letter should be again con- " sidered ; and I am directed to state, that the Board of Directors here " unanimously disapprove of the endeavouring to deceive the public by " the steps recommended ; they are of opinion, that the shares having " been taken, and the Deed of Settlement duly executed, they are the " property of the individuals who subscribed, and they therefore cannot " sanction a sale of such shares by the Manager here, on account of the " Company, or would they lend themselves to such a proceeding. At " this early stage it is impossible to say what the result will be ; but, " nevertheless, the shares subscribed must all bear their loss or gain ; " and it would, the Board considers, be unfair to impose a greater risk " on the individuals not in the Directorship, than on the Directors " themselves : they have therefore made a minute, directing the Mana- " ger to sell the remaining unsubscribed shares only, on account of the " Company, and not in any way to interfere with those already taken."

Nothing daunted, however, you persevered in accomplishing your purpose; and you prevailed on the nominal and compliant Directors, all of whom, except Mr. Daly, appear to be your most obsequious servants and tools, to vote this sum of money to yourself, another Director, without ever consulting the Proprietors in either hemisphere, and in defiance of the unanimous and impartial resolution of the Jamaica Board.

A check was accordingly drawn on the Company's bankers, dated the 14th of October, 1837 :—

Pay "*Mr. Orrok's Draft.*"

" Seven hundred and fifty pounds."

(Signed) " *JOHN REES*," a Director and Trustee.

" *CHARLES GREEN*," a Director.

" *E. F. GREEN*," a Director and Trustee.

In the first place, there is *no such draft*. In the second place, and it is worth repeating, this sum was introduced into the fictitious account, which you endeavoured to get passed at the Meeting of the 1st of August, although it was not exhibited at the Meeting, nor had it been audited. In the third place, it was a payment to you, of the Company's funds, at your high bidding. And I may here remark, that you have not conformed to the Deed, by entering into security, as a trustee. In the fourth place, to conclude the deception, this sum, thus paid to you, was of the same date, charged to the Manager in Jamaica, the late Mr.

Orrok, instead of the correct amount which he did receive (and give credit for) in June, 1837, by his sale in Jamaica of Mr. Salmon's bill of exchange, drawn upon you for the said sum of seven hundred and fifty pounds sterling.

As soon as I detected this "*Green*" affair, the lowest subterfuge was resorted to by the Secretary and acted upon, to supersede me as an Auditor, in the hope, as I suppose, that it might then be passed over unheeded, and be forgotten.

But this last faint ray was extinguished at the General Meeting of the Proprietors on the 12th of last month, when you agreed to refund the seven hundred and fifty pounds, and also to pay the further calls in respect of your one hundred Jamaica shares, amounting to two hundred and fifty pounds more !!

Only twenty-one accounts have been opened in the ledger, and thirty-six pages written in the journal, from the cash-book, during two years ; yet to such an extent has the system of concealment and mystification been carried, that the books are totally unintelligible.

Not a single entry has been made of the operations of the Company in Jamaica, nor of the general liabilities of the Company ; although it was represented at the Meeting, that the liabilities extend over an amount of thirteen thousand one hundred pounds.

The cash-book and the banking-book require explanation, as it is not sufficient to find that they balance, when it is evident that they do not agree. For example, at one time a sum of twenty-five pounds is entered in the cash-book, and not in the banking-book ; and at another time, a sum of twenty-five pounds is entered in the banking-book, and not entered in the cash-book. And as to the English Share List, it is a mass of confusion, calculated only to blind and deceive.

There can be but one opinion of the unvarying line of conduct which the Secretary and you have pursued ; and of the *cause* of so signal a failure of the undertaking, as to have sunk about four-fifths of the paid-up capital of forty thousand pounds, in less than six months after the vessels had reached their destination. And whether this serious wreck and ruin are attributable to *you*, as Dictator, after the foregoing statement of facts, I leave the Proprietors to judge ; but, at all events, such disgraceful conduct as you have, on more than one occasion, exhibited—such ignorance, secrecy, and mystification combined—are, I firmly believe, unparalleled among the numerous joint stock bubbles of the day. And, certainly, no one will be found to envy you the just notoriety you have acquired, as the principal mis-director of the Jamaica Steam Navigation Company.

I am, Sir, your obedient Servant,

(Signed) HENRY PINCKARD.

Copy of the Report of the Committee,

Appointed by the General Meeting of the Proprietors of the
Jamaica Steam Navigation Company, held on the 12th
day of April, 1838, when

Mr. JAMES LAURIE,
Mr. THOMAS HARLEY, and
Mr. FRANCIS WALTON,

were appointed to make up the accounts of the Company, and
report to the next General Meeting, to be held on the 31st
day of May, 1838.

To the Proprietors of the
Jamaica Steam Navigation Company.

GENTLEMEN,

London, 31st May, 1838.

The Committee appointed by the General Meeting of the Proprietors, held on the 12th day of April last, regret the delay that has taken place in producing their accounts and report of the Company's affairs.

They beg to state that the delay has neither been owing to the want of diligence on their part, nor inattention to the task assigned to them. It has been occasioned by the defective state in which they found the books of the Company; but more particularly, the confusion in the English share list has caused the Committee very great trouble, and prolonged their investigation to a much greater length of time than they could have contemplated.

From the mode in which the books have been kept, they do not exhibit the operations of the Company, either as to the entire cost of either of the three steam boats, the coals purchased, the shares paid and in default, nor do they show any liabilities owing by the Company!! The Committee were therefore obliged to make up their accounts from the documents which were furnished to them from time to time, during their investigation, namely, invoices and receipts, checks drawn on the bankers, and the bankers' book, and having arranged these documents from the commencement of the Company's operations in April, 1836, to the 31st of March last, inclusive, they proceeded to make up the accounts herewith, and beg now to give the result of their labours as follows:—

		£	s.	d.		£	s.	d.	
City of Kingston	has cost	19,707	2	8;	of this sum	2,465	11	0	is now owing.
Sir Lionel Smith	"	14,024	15	5;	"	3,614	4	8	"
Pearl	"	8,848	5	7;	"	4,653	14	6	"
Coals (3403 tons)	have cost	6,001	6	8;	"	1,245	19	3	"
Law Bills	"	288	5	5;	"	85	2	6	"
London Establishment*	has cost	1,183	3	8;	"	15	0	0	"
					Liabilities on general Account	411	13	7	
					Making	12,490	18	6	owing by the Company,

which includes balances outstanding on account of the three steam boats, on coal account, insurances, and other liabilities, so far as the Committee have been able to ascertain from the documents handed to them.

At the formation of the Company, the Committee find that letters were received containing applications to the then Provisional Committee for upwards of 10,000 shares, but the number was restricted by them to 5,000; 3,500 were allotted for subscribers in England, 1,500 for Jamaica. Of the English shares, the first call was paid on 3,375, and with ten now in default, make together 3,385, thus leaving 115 shares undisposed of. Of the 1,500 allotted for Jamaica, the first call was paid on 955, thus leaving 545 undisposed of.

On the first call, therefore, the total number of English and Jamaica shares, on which it was paid, and now in default is, 4,340, which, at £10 each, the calls already made, is equal to £43,400 0 0

From which deduct

Cash received on English shares,

per banker's-book £28,231 5 0

Cash received on Jamaica Shares, per ditto 9,882 10 0

Add £38,113 15 0

Defaulters on Engⁿ shares £1,056 5 0

Defaulters on Jamⁿ Shares 3,717 10 0 4,773 15 0 42,887 10 0

Which leaves a defalcation of . . . £ 512 10 0

to be accounted for, being a deficiency on the value of these shares as above, compared with the amount which has been realized, and now outstanding on the same.

On the second call, the number of English and Jamaica Shares is 4,255, which is eighty-five shares less than on the first call.

* This last item consists of —

Salary to Secretary and his Clerk	£600	0	0
General and petty-cash charges	457	17	7
Postages paid by bankers	0	4	2
J. Orrok's passage to Jamaica, and allowance....	117	3	11
Furniture for office.....	7	18	0
	£1183	3	8

On the third, fourth, and fifth calls, the number on each of these is the same, namely, 4280, being only sixty shares short of the first call, but twenty-five more than on the second.

The Committee have been unremitting in their endeavours to clear up these discrepancies on the English share list, but without success. There is no irregularity in the Jamaica list, as every share can be traced in the several calls; and where defaulters are, they are known, but not so with *all* the defaulters on the English list, which arises from no correct account having ever been kept of the parties to whom the scrip was issued, nor could the names of the persons, or the number of the scrip, be furnished by the Secretary.

It has consequently been found impossible to trace who are the defaulters on the *eighty-five* shares not paid on the second call; and it is a singular anomaly, that on the third, fourth, and fifth calls there should be twenty-five shares more paid than on *this* second, which proves that a positive loss, in money to the Company, of £62. 10s. has been sustained!

The mystification which has hung over the English share list has evidently deeply injured the Company, and it is exceedingly to be regretted that proper attention was not given to the disposal of the 115 unappropriated English shares, which could have been done to advantage, as the shares of the Company rose above par immediately after being issued.

The first in order of the accounts herewith, is the list of the English shares. It has been made up from the circular letters sent to the several parties to whom the shares were allotted by the Company. The five calls are placed opposite to the names of the original subscribers, and by one inspection it is seen how many shares each subscriber has paid for on all these calls. This list also shows the number of shares held on the 31st March last by these parties, as registered in the Share Register Book of the Company, and those persons who have signed the Deed have D opposite to their names.

The Jamaica list of shares follows in like manner to the above.

The defaulters on English shares.

The defaulters on Jamaica shares.

List of English Proprietors who have signed the Deed, 2,735 shares.

List of Jamaica Proprietors who have signed the Deed, 605 shares.

List of English and Jamaica Proprietors who are recognized in the Share Register Book of the Company for 3,330 shares, but many of them have not signed the Deed.

List of Shareholders who have not signed the Deed, or been recognised in the Share Register Book, but who are known to hold shares in the Company.

List of Transfers of Shares by the Deed, with the date of each, and number of shares transferred, 250 shares.

Mr. Elmslie's salary account, £585 paid, £15 owing.

Particulars of coals to Jamaica :—

First shipments,	1,973 tons, cost	£3,371	7	5
Second shipments,	1,423 tons, cost	2,629	19	3
		£6,001	6	8

Exchequer Bill Account, purchases and sales thereof	15,605	0	7
London and Westminster Bank, investment and disposal	4,039	2	5
Law Accounts	£ 203	2	11 paid, £85 2 6 owing.
Cost of the City of Kingston	19,707	2	8
Cost of the Sir Lionel Smith	14,024	15	5
Cost of the Pearl	8,848	5	7
Petty cash account	1,115	0	0
Charges on trade	457	17	7
J. Orrok's account	117	3	11 for passage and allowance, and £100 to account of salary.

List of Liabilities owing on general Account, £411 13 7

General List of the Assets of the Company.

General Statement of Receipts and Payments, as made up from Banker's Book :

Receipts to 31st March, 1838, £58,738	3	3	Payments	£58,279	7	6
			Balance of Petty Cash in Secretary's hands	1	11	3
			Balance of Cash at Banker's....	457	4	6
£58,738	3	3		£58,279	3	3

Total Liabilities owing by the Company

£12,490 18 6

The Committee have thus gone into the London Accounts of the Company from its commencement, up to the 31st of March last; but they have not touched upon the Jamaica accounts, in consequence of their being so incomplete, that no result could be come to respecting the operations of the steam boats during the short trial which they had in Jamaica.

With respect to the disbursements made through petty cash, the Committee are at a loss to investigate properly the disposal of the same for want of the necessary documents. No list having been kept in the Company's office of the officers and seamen on board of the steam boats, the advance and monthly notes could not be checked, and many other sums were unsupported by vouchers. This great oversight is the more to be deplored, as regards the *City of Kingston*, as large sums have been paid to Capt. Barton, which have not been satisfactorily accounted for.

In the Jamaica list of defaulters, Messrs. Hitchins, Hutchings, and Co. are returned on fifty shares on the third call, value £125. This sum was paid by their agent in London to the bankers, but afterwards returned to him, in consequence of the same having been paid by themselves to Mr. Orrok in Jamaica.

Mr. James Derbyshire is also made a defaulter on ten shares on the third call, namely £25 ; but the same was paid by his agent, Mr. Pinckard, into the office here, but it has not been handed over to the bankers.*

Mr. Alexander Cowan has overpaid £12 10s. on the fourth and fifth calls, which will have to be repaid to him.

In the English list of defaulters, Mrs. and Colonel Fitzgerald are returned on the last call on 345 shares, namely £431 5s., but which was paid to the bankers on the fifth of April.

Mr. W. Elmslie has overpaid £25 on twenty shares on the 4th and 5th calls, which will have to be repaid by the Company, unless an error should have been made in his not having paid the fourth call on ten shares, namely £12 10s. transferred by him to Mr. Thomas James on the 30th of September last, after the fourth call was due, which has not been paid to the bankers. Mr. James is therefore returned a defaulter on the fourth call on these ten shares, but it should have been more properly charged against Mr. William Elmslie.

The Committee have had before them the Report presented† to the Proprietors, dated the 1st day of August, 1837, which refers to the Auditor's accounts as made up to accompany that Report, but which statements do not give any details, only abstracts of the share, and some of the other accounts of the Company, but which are not signed by the Auditors named in the Deed of Proprietorship. Mr. Cancellor, one of the two Auditors therein named, does not assist in his capacity of Auditor until February, 1838, and then his investigation was confined to the comparing of vouchers with cash disbursements made after August, 1837, and he admits that he had not brought his audit to a close!

The Committee have now to state in conclusion, that they have given their best attention to make their accounts full, clear, and perspicuous, and they beg to add that they have reported every thing in the fairest and most impartial manner to protect the interests of the Company; and they hope that their endeavours will give satisfaction to the Proprietors.

(Signed) { JAMES LAURIE,
THOMAS HARLEY,
FRANCIS WALTON.

* And by the Committee's statement of the accounts, "Messrs. James and R. W. Gordon paid £25 on the 23rd of June, 1837, which is entered in the banker's-book, but not in the cash-book of the Company!"—H. PINCKARD.

[†] The Report was merely read to the Proprietors by Mr. Charles Green, a Director. They were not allowed to see it.—H. PINCKARD.

APPENDIX.

THE partial and exclusive tenor of the Deed of Regulation demonstrates so clearly the real objects of its framers, the Directors, that the Company could not possibly have had a lengthened continuance under their controul.

I will only solicit attention to a few of the clauses of this Deed ; first observing, that the duties of an Auditor have been misconstrued, for it would appear that he is to be the mere tool of the Directors.

“ In your capacity of an Auditor of the Company, you will be duly apprized when your services may be required.”—Secretary’s Letter of 3rd of November, 1837.

“ That the affairs of the Company shall be conducted under the management of a London Board of seven Directors, and that there shall be a Jamaica Board of five Directors, for the purpose of superintending and directing the management and employment of the steam vessels, subject to the control of the London Board of Directors.”—4th Clause.

Note.—By a subsequent Deed, the powers of the Jamaica Board of Directors are abridged, and rendered secondary to those of the Manager.

“ That as well the pecuniary, as all other the transactions of the said Company in the West Indies, shall be conducted by a Manager or Managers of the said Company, to be appointed by, and to act under the directions and regulations of, the London Board of Directors.”—21st Clause.

“ That the several persons, parties hereto, shall and will pay every call which may be made by the London Board of Directors as aforesaid, without requiring the accounts of the Company to be taken.”—28th Clause.

“ That the London Board of Directors shall appoint any number of days within the two first calendar months after the holding of every General Meeting in London, not being less than fourteen, nor more than twenty-one days in the whole, on which they will permit any one or more, not exceeding altogether three of the Proprietors of the Company, upon the requisition, in writing, of any three or more of the Proprietors, being collectively the holders of twenty shares at the least, to have free access to